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TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

RECORDATION NO 11400 T
DEC 30 1991 - 11 22 AM
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

December 27, 1991

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

32
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Re: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Partial Release and Termination dated as of December 27, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (the "Partial Release"), a secondary document as defined in the Rules and Regulations; and
2. Three (3) executed originals of a Bill of Sale dated December 27, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Partial Release and Bill of Sale relate to the Equipment Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplement by assignments, supplements and bills of sale under Recordation Numbers 11400-A - 11400-S.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company
2705 State Street
Chicago Heights, Illinois 60411

Trustee: Bankers Trust Company
123 Washington Street
1st Floor
New York, New York 10006

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MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A hereto. The

C. A. Karpala

Secretary
Interstate Commerce Commission
December 21, 1991
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foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$ 32 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Partial Release and the Bill of Sale not needed for your files to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

Secondary Documents. (i) Partial Release and Termination dated as of December 21, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and Bankers Trust Company, 123 Washington Street, 1st Floor, New York, New York 10006, covering various railroad cars (relating to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Bankers Trust Company, Assignee of the Federal Deposit Insurance Corporation, as Receiver for MBank Dallas, N.A. (formerly named Mercantile National Bank at Dallas), as Trustee), and (ii) Bill of Sale dated December 21, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and Bankers Trust Company, 123 Washington Street, 1st Floor, New York, New York 10006, covering various railroad cars (relating to the to Equipment Trust Agreement referred to in (i) above).

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

Enclosures

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EXHIBIT A - EQUIPMENT

Series 1 (Bankers Trust - Trustee)

<u>Lessee</u>	<u>Quantity</u>		<u>Car Numbers</u>
Bunge Corp. (currently BNRR)	19	TILX	510709, 510712, 510713 510718, 510719, 510723, 510725 510728, 510731, 510733 510734, 510736, 510741 510744, 510747, 510749 510750, 510752, 510753
MNVA RR (currently BNRR)	21	MNVA	510602 - 510607 (inclusive) 510609 - 510610 (inclusive) 511019 - 511022 (inclusive) 511024, 511026, 511027 511029 - 511032 (inclusive) 511035 - 511036 (inclusive)
Cargill, Inc.	331	TILX	510100 - 510108 (inclusive) 510111 - 510142 (inclusive) 510144 - 510148 (inclusive) 510150 - 510162 (inclusive) 510164 - 510171 (inclusive) 510173 - 510175 (inclusive) 510177 - 510207 (inclusive) 510209 510211 - 510249 (inclusive) 510252 - 510254 (inclusive) 510256 - 510258 (inclusive) 510260 - 510272 (inclusive) 510274 - 510278 (inclusive) 510280 - 510343 (inclusive) 510345 - 510386 (inclusive) 510388 - 510400 (inclusive) 510532 - 510543 (inclusive) 510545 - 510546 (inclusive) 510548 - 510562 (inclusive) 511000 511002 - 511018 (inclusive)

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INTERSTATE COMMERCE COMMISSION

(Series 1)

PARTIAL TERMINATION AND RELEASE

PARTIAL TERMINATION AND RELEASE dated as of December 27, 1991, between Bankers Trust Company, as successor trustee (the "Trustee") under an Equipment Trust Agreement, dated as of January 15, 1980 (as amended or restated, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement the following documents (the "Trust Documents") were executed and delivered, and recorded as described below:

- (a) The Equipment Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 11400;
- (b) An Assignment dated as of January 15, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-A;
- (c) A Bill of Sale dated as of January 15, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-B;
- (d) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of January 15, 1980 and filed with the Secretary of State of Texas on January 21, 1980 under file number 010067;
- (e) An Assignment dated as of February 8, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-C;
- (f) A Bill of Sale dated as of February 8, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-D;
- (g) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of February 8, 1980 and filed with the Secretary of State of Texas on February 15, 1980 under file number 024219;

- (h) An Assignment dated as of March 28, 1980 between the Company and the Trustee filed with the ICC under record number 11400-E;
- (i) A Bill of Sale dated as of March 28, 1980, between the Company and the Trustee filed with the ICC under record number 11400-F;
- (j) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of March 28, 1980 and filed with the Secretary of State of Texas on April 2, 1980 under file number 050797;
- (k) An Assignment dated as of August 15, 1985, between the Company and the Trustee recorded with the ICC under record number 11400-G;
- (l) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of August 15, 1985 and filed with the Secretary of State of Texas on August 27, 1985 under file number 215412;
- (m) An Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 by and among the Company, DIBB and Bankers Trust Company, and recorded with the ICC under record number 11400-H;
- (n) An Assignment dated as of April 21, 1989 between the Company and the Trustee recorded with the ICC under record number 11400-I;
- (o) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of April 21, 1989 and filed with the Secretary of State of Texas on April 25, 1989 under file number 091305;
- (p) A Correction Agreement dated as of April 21, 1989 between the Company and the Trustee filed with the ICC under record number 11400-J;
- (q) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on January 21, 1980 under file number 010067;
- (r) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on February 15, 1980 under file number 024219;

- (s) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on April 2, 1980 under file number 050797;
- (t) A Statement of Assignment of Financing Statement filed on April 25, 1989 relating to a Financing Statement originally filed on August 27, 1985 under file number 215412;
- (u) An Assignment dated as of July 19, 1989 between the Company and the Trustee recorded with the ICC under record number 11400-K; and
- (v) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of July 19, 1989 and filed with the Secretary of State of Texas on July 21, 1989 under the file number 163883.
- (w) A Continuation Statement filed on October 12, 1989 relating to a Financing Statement originally filed on January 21, 1980 under file number 010067;
- (x) A Continuation Statement filed on October 12, 1989 relating to a Financing Statement originally filed on February 15, 1980 under file number 024219;
- (y) A Continuation Statement filed on October 12, 1989 relating to a Financing Statement originally filed on April 12, 1980 under file number 050797;
- (z) An Assignment dated as of November 20, 1989, between the Trustee and the Company recorded with the ICC under record number 11400-L;
- (aa) A First Supplement to Equipment Trust Agreement dated as of November 20, 1989, between the Trustee and the Company recorded with the ICC under record number 11400-M;
- (bb) A Bill of Sale dated as of November 20, 1989, between the Company and the Trustee recorded with the ICC under record number 11400-N;
- (cc) A Financing statement executed by the Company, as Debtor, covering property conveyed by the Assignment dated as of November 20, 1989 and filed with the Secretary of State of Texas on November 30, 1989 under file number 264454;

- (dd) An Assignment dated as of July 17, 1990 between the Trustee and the Company recorded with the ICC under record number 11400-0;
- (ee) A Correction Agreement dated as of July 17, 1990, between the Company and the Trustee recorded with the ICC under record number 11400-P
- (ff) A Financing statement executed by the Company, as Debtor, covering property conveyed by the Assignment dated as of July 17, 1990, and filed with the Secretary of State of Texas on July 27, 1990, under file number 161555;
- (gg) An Assignment dated as of March 1, 1991, between the Company and the Trustee recorded with the ICC under record number 11400-Q;
- (hh) A Second Supplement to Equipment Trust Agreement dated as of March 1, 1991, between the Trustee and the Company recorded with the ICC under record number 11400-R;
- (ii) A Bill of Sale dated as of March 1, 1991, between the Company and the Trustee recorded with the ICC under record number 11400-S;
- (jj) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of March 1, 1991, and filed with the Secretary of State of Texas on March 18, 1991 under record number 047227;
- (kk) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of March 1, 1991, and filed with the Secretary of State of Illinois on March 18, 1991 under record number 2829140;
- (ll) A Financing Statement executed by the Company, as debtor, reflecting change of the principal place of business of the Company, and filed with the Secretary of State of Illinois on March 14, 1991 under record number 2827993; and
- (mm) A Statement of Amendment to Financing Statement filed with the Secretary of State of Texas on March 19, 1991 amending the following Financing Statements: record numbers 80-010067, 80-024219, 80-050797, 85-215412, 89-091305, 89-163883, 89-264454, 90-161555.

Pursuant to Section 5.06 of the Trust Agreement the Company has requested that the Trustee transfer and assign the railroad cars described in Exhibit A attached hereto and made a part hereof (herein called the "Equipment") to it.

In accordance with Section 5.06 of the Trust Agreement, the Company desires that the Trustee terminate and release its rights in and to the Equipment and the Railroad Car Lease Agreements described in Exhibit B attached hereto (the "Leases"), insofar as the Leases cover the Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Company has tendered to the Trustee cash in an amount in excess of the fair value of the Equipment in exchange for the Trustee's assignment of the Equipment to the Company, all in accordance with Section 5.06 of the Trust Agreement.
2. The Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to (i) the Equipment and (ii) the Leases, insofar and only insofar as the Leases cover the Equipment (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged.
3. Except for the partial release and termination specifically made hereby, the Trust Documents shall continue in full force and effect with respect to all leases, rail cars and other property described therein.

IN WITNESS WHEREOF this Partial Termination and Release is
executed as of the date first written above.

BANKERS TRUST COMPANY, Trustee

By: Wanda Camacho
Name: Wanda Camacho
Title: Assistant Secretary

Attest:

Kathleen Mulligan
Name: Kathleen Mulligan
Title: Assistant Secretary

TRINITY INDUSTRIES LEASING
COMPANY

By: Paul Lewis
Name:
Title:

Attest:

Neil Q. Shoop
Name:
Title:

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STATE OF NEW YORK
COUNTY OF NEW YORK

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On this 27th day of December, 1991, before me personally appeared Wanda Camacho, to me personally known, who, being by me duly sworn, says that she is a Asst. Secretary of Bankers Trust Company, a New York banking corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Maria A. Johnson
Signature of Notary Public

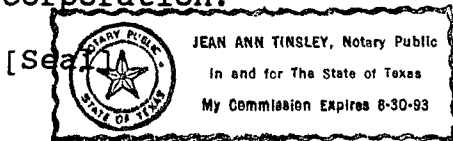
My Commission expires: _____

MARIA A. JOHNSON
NOTARY PUBLIC, State of New York
No. 4051727
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires February 3, 1992

STATE OF TEXAS §
COUNTY OF DALLAS §

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On this 27th day of December, 1991, before me personally appeared K. W. Lewis, to me personally known, who, being by me duly sworn, says that he is a Sr. Vice President of Trinity Industries Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Jean Ann Tinsley
Signature of Notary Public

My Commission expires: 8/30/93

EXHIBIT A - EQUIPMENT

Series 1 (Bankers Trust - Trustee)

<u>Lessee</u>	<u>Quantity</u>		<u>Car Numbers</u>
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EXHIBIT B

The Railroad Car Lease Agreements listed below covering the Equipment described in Exhibit A:

1. Railroad Car Lease Agreement dated April 24, 1979 between the Company and Bunge Corporation.
2. Railroad Car Lease Agreement dated April 24, 1979 between the Company and Bunge Corporation, assumed in part by MNVA Railroad, Inc. effective November 1, 1989.
3. Railroad Car Lease Agreement dated November 13, 1979 between the Company and South Soo Grain Company, assumed by MNVA Railroad, Inc. effective November 1, 1989.
4. Railroad Car Lease Agreement dated May 17, 1979 between the Company and Cargill, Inc.